

Exhibit D

As filed with the Securities and Exchange Commission on October 31, 2001
Registration No.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ORGANOGENESIS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware 04-2871690
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification
No.)

150 Dan Road

Canton, Massachusetts 02021
(781) 575-0775

(Address, including Zip Code, and Telephone Number, including Area Code, of
Registrant's Principal Executive Offices)

Michael L. Sabolinski, M.D.
Chief Executive Officer
Organogenesis Inc.
150 Dan Road

Canton, Massachusetts 02021
(781) 575-0775

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copy to:
Neil H. Aronson, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, Massachusetts 02111
(617) 542-6000

Approximate date of commencement of the proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒ If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of securities to registration be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of fee
Common Stock, \$0.01 par value.....	2,749,291	\$4.30	\$11,821,951.30	\$2,956

(1) Shares of common stock which may be offered pursuant to this Registration Statement include: (a) 2,183,406 shares of common stock issuable to Novartis Pharma AG upon the conversion of a 7% Convertible Subordinated Promissory Note issued by the Registrant to Novartis in the aggregate principal amount of \$10,000,000 with a maturity date of March 29, 2004 and an adjusted conversion price of \$4.58 per share (subject to further adjustment), (b) 503,876 shares of common stock issued by the Registrant to two of the Registrant's directors and one additional investor (the "Purchasers") at a purchase price of \$6.45 per share, in a private transaction, pursuant to a term sheet dated as of September 5, 2001, and

(c) 62,009 shares of common stock issuable to the Purchasers upon the exercise of warrants issued to the Purchasers by the Registrant, in a private transaction, pursuant to a term sheet dated as of September 5, 2001, such warrants being exercisable for a period of three years at an exercise price of \$8.55 per share. Pursuant to Rule 416 under the Securities Act of 1933, such number of shares of common stock registered hereby shall include an indeterminate number of shares of common stock that may be issued in connection with a stock split, stock dividend, recapitalization or similar event.

(2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) under the Securities Act of 1933. The maximum price per share information is based on the average of the high and low sale prices for the common stock on October 26, 2001.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 13, 2001 relating to the financial statements, which appears in Organogenesis, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

*/s/ PricewaterhouseCoopers
LLP
PricewaterhouseCoopers LLP*

*Boston, Massachusetts
October 29, 2001*

End of Filing

As filed with the Securities and Exchange Commission on November 20, 2001
Registration No. 333-72602

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORGANOGENESIS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
No.)

04-2871690
(I.R.S. Employer
Identification

150 Dan Road

Canton, Massachusetts 02021
(781) 575-0775
(Address, including Zip Code, and Telephone Number, including Area Code, of
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Michael L. Sabolinski, M.D.
Chief Executive Officer
Organogenesis Inc.
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(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
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Boston, Massachusetts 02111
(617) 542-6000

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the

Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐
If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

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EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-72602) of our report dated March 13, 2001 relating to the financial statements, which appears in Organogenesis Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

*/s/ PricewaterhouseCoopers
LLP
PricewaterhouseCoopers LLP*

*Boston, Massachusetts
November 20, 2001*

End of Filing

As filed with the Securities and Exchange Commission on January 30, 2002

Registration No. 333-72602

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 2

to

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
ORGANOGENESIS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
No.)

04-2871690
(I.R.S. Employer
Identification

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(781) 575-0775
(Address, including Zip Code, and Telephone Number, including Area Code, of
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Michael L. Sabolinski, M.D.
Chief Executive Officer
Organogenesis Inc.
150 Dan Road
Canton, Massachusetts 02021
(781) 575-0775
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-72602) of our report dated March 13, 2001 relating to the financial statements, which appears in Organogenesis Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

*/s/ PricewaterhouseCoopers
LLP
PricewaterhouseCoopers LLP*

*Boston, Massachusetts
January 29, 2002*

End of Filing

As filed with the Securities and Exchange Commission on February 6, 2002

Registration No. 333-72602

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 3

to

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
ORGANOGENESIS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
No.)

04-2871690
(I.R.S. Employer
Identification

150 Dan Road

Canton, Massachusetts 02021

(781) 575-0775

(Address, including Zip Code, and Telephone Number, including Area Code, of
Registrant's Principal Executive Offices)

Michael L. Sabolinski, M.D.

Chief Executive Officer

Organogenesis Inc.

150 Dan Road

Canton, Massachusetts 02021

(781) 575-0775

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copy to:

Neil H. Aronson, Esq.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

One Financial Center

Boston, Massachusetts 02111

(617) 542-6000

Approximate date of commencement of the proposed sale to the public: From time to time after this Registration Statement becomes effective.

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

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EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-72602) of our report dated March 13, 2001 relating to the financial statements, which appears in Organogenesis Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

*/s/ PricewaterhouseCoopers
LLP
PricewaterhouseCoopers LLP*

*Boston, Massachusetts
February 6, 2002*

End of Filing

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM 10-K

**FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the fiscal year ended December 31, 2001
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Transition Period from _____ to _____
Commission file number 1-9898

Organogenesis Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
No.)

04-2871690
(I.R.S. Employer
Identification

150 Dan Road, Canton, MA 02021
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (781) 575-0775

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$.01 value Exchange	American Stock

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No ()

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be

contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ()

The approximate aggregate market value of voting stock held by non-affiliates of the registrant was \$64,706,000 based on the last reported sale price of the company's common stock on the American Stock Exchange as the close of business on March 25, 2002. There were 44,316,276 shares of common stock outstanding as of March 25, 2002, which excludes 250,000 treasury shares.

DOCUMENTS INCORPORATED BY REFERENCE

Document -----	Part of Form 10-K into which incorporated -----
Portions of the Registrant's Definitive Proxy Statement for its 2002 Annual Meeting of Stockholders	III

With the exception of the portions of the Definitive Proxy Statement for the registrant's 2002 Annual Meeting of Stockholders expressly incorporated into this Report by reference, such document shall not be deemed filed as a part of this Annual Report on Form 10-K.

EXHIBIT 23

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File Nos. 33-12761, 33-41862, 33-48888, 33-49236, 33-49248, 333-83055, 33-86506, 33-86508 and 33-64319) and Form S-3 (File Nos. 33-33914, 33-40287, 33-43648, 33-60381, 33-63393, 33-63397, 333-3995, 333-50755, 333-78577, 333-93629, 333-35420, and 333-72602) of Organogenesis, Inc. of our report dated April 4, 2002 relating to the financial statements, which appears in this Form 10-K.

PricewaterhouseCoopers LLP

Boston, Massachusetts
April 16, 2002

End of Filing